

700640

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2020 JAN 27 AM 7:19

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FEB 22 2020

S. YOUNG



FISHERBROYLES
A LIMITED LIABILITY PARTNERSHIP •

Eric A. French, Esquire
Atlanta Office

Northpark Town Center
1200 Abernathy Road
Building 600, Suite 1700
Atlanta, Georgia 30328

Direct: (678) 401-8147
Direct: (678) 669-2395
eric.french@fisherbroyles.com

January 20, 2020

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 801
Tallahassee, Florida 32303

Regarding: Pensacola Christian College, Inc.
Submittal/Filing of the Amended & Restated Articles of Incorporation
Document # 700640

Dear Sir/Madam,

Enclosed are the Amended & Restated Articles of Incorporations ("Articles") and the Unanimous Board of Director Resolutions for the above-referenced corporation, and a check for the filing fees of \$43.75. Please file/record these Articles for the corporation.

The Articles were unanimously executed and approved by the directors of Pensacola Christian College, Inc., and as set forth in the attached executed Board Resolutions, both dated January 9, 2020. The non-profit Corporation has no members entitled to vote on this amendment.

Thank you for your assistance, and you can telephone me at (678) 401-8147 with any questions or issues.

Sincerely,

Eric A. French

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Pensacola Christian College, Inc.

DOCUMENT NUMBER: 700640

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Eric French, Esquire

(Name of Contact Person)

FisherBroyles, LLP

(Firm/ Company)

931 Monroe Drive, Suite A102-351

(Address)

Atlanta, GA 30308

(City/ State and Zip Code)

eric.french@fisherbroyles.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eric French, Esquire

678

401-8147

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

PENSACOLA CHRISTIAN COLLEGE, INC.

FILED
2020 JAN 27 AM 4:19
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 617.0202 and 617.1007 of the Florida Not for Profit Corporation Act, the undersigned corporation adopts the following amended and restated Articles of Incorporation.

1. **Name.** The name of the corporation is

PENSACOLA CHRISTIAN COLLEGE, INC. ("PCC")

2. **Registered Office and Registered Agent.** The complete address of the corporation's registered office in Florida is 250 Brent Lane, Pensacola, Florida 32523-2280, in the County of Escambia. The name of the registered agent at the address is Dr. Troy Shoemaker.

3. **Principal Office.** The complete address of the principal office of the corporation in the State of Florida shall be 250 Brent Lane, Pensacola, FL 32523- 2280, in the County of Escambia.

4. **Not for profit.** The corporation is not for profit.

5. **Purposes.** The Corporation is organized and shall be operated exclusively for charitable, religious and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended or the corresponding section of any future federal tax law, its purpose shall include, but not limited to:

To conduct any and all activities that will contribute to the general education and religious training of students, and in furtherance of the spread of Christianity. The Corporation shall endeavor to instruct students in the essentials of culture, giving special emphasis to the Christian view of life and the standard of ethics as set forth in the Holy Scriptures, and affirming basic truths of biblical Christianity including, and in furtherance of the following basic truths:

We believe that the Bible is the verbally inspired and infallible, authoritative Word of God and that God gave the words of Scripture by inspiration without error in the original autographs (2 Tim. 3:16-17, 2 Peter 1:21). God promises that He will preserve His Word; Jesus said, "My words shall not pass away" (Matt. 24:35). We believe that God has kept that promise by preserving His infallible Word in the traditional Hebrew and Greek manuscripts and that the Authorized Version (KJV) is an accurate English translation of the preserved Word of God.

We believe that there is one triune God, eternally existent in the persons of Father, Son (Jesus Christ), and Holy Spirit; these three are one in essence, but distinct in person and function (Matt. 28:19, 1 John 5:7–8).

We believe that Jesus Christ, the Second Person of the Trinity, became for mankind the physical manifestation of the Godhead (John 1:14, 14:9; Col. 1:19). The earthly genealogy of Jesus may be traced through Joseph's line to Abraham (Matt. 1:1–16) and through Mary's line to Adam (Luke 3:23–38). We believe in His virgin birth, sinless life, miracles, vicarious and atoning death through His shed blood, and His bodily resurrection.

We believe in the burial, bodily Resurrection of Jesus Christ from the tomb, and His ascension into Heaven (Mark 16:6, 19; 1 Cor. 15:1–4).

We affirm that the Holy Spirit is the Third Person of the Trinity, the Agent of conviction, regeneration, indwelling, baptism, sanctification, and illumination of all who are born into God's family through Jesus Christ (John 3:5–6, Eph. 1:13–14). We are opposed to the charismatic movement and its sign manifestations, such as speaking in tongues.

We believe that God created the heavens and the earth in six literal days, and that God created all life (Gen. 1). We reject the man-made theory of evolution occurring over millions of years and believe that the earth is approximately 6,000 years old (Gen. 5:11). We believe that God created man in His own image, but man chose to sin. Hence, all persons inherit a depraved nature and are lost sinners in need of salvation (Romans 3:10, 23).

We believe that God created man and woman in His image and instituted marriage between one who is genetically male and one who is genetically female (Gen. 2:18–24). Marriage is a sacred, exclusive union between a man and woman and serves as a picture of Christ's relationship with the church (Matt. 19:3–12, Eph. 5:22–33). We believe that God has commanded that sexual activity be exclusively reserved to a man and a woman who are legally married to each other; and that Scripture forbids any form of sexual immorality including adultery, fornication, homosexuality, bestiality, incest, and use of pornography (Matt. 5:27–28, 15:18–20; 1 Cor. 6:9–11 & 18, 7:1–5; Heb. 13:4).

We believe that Christ's blood, shed on Calvary, is the only Atonement for man's sin (John 14:6, 1 Pet. 1:18–19, 1 John 1:9). We believe that salvation is a free gift of God for "whosoever will"; it is by grace, through faith, plus nothing, and believers are eternally secure (John 10:27–28, Eph. 2:8–10). Salvation is received only by personal faith in the Lord Jesus Christ and His finished work. "Whosoever will" may come to Christ; God does not pre-elect persons to heaven or hell (Rom. 10:13, Rev. 22:17).

We believe in the spiritual unity of the body of Christ, called the Church. It is composed of all born-again believers who have by faith accepted Jesus Christ as Savior (Eph. 2:8-22, 3:1-21, 4:4-16, 5:23-32). God has ordained the local church for the perpetuation of His truth and work in the world (1 Tim. 3:15). The two ordinances of the local church are baptism by immersion and a regular observance of the Lord's Supper by believers (Matt. 28:19; 1 Cor. 11:23-28).

We believe the Scripture regarding Satan, who rebelled against God and was cast out of heaven with a host of angels who followed him (Isa. 14:13-15). He introduced sin to Adam and Eve in the garden of Eden (Gen. 3:1-13). He continues to turn people from truth and against God (1 Pet. 5:8). Eternal hell was created for Satan, his demons, and people who do not believe in the Lord Jesus Christ for salvation (Matt. 25:41, John 3:16, Rev. 20:15).

We believe that the believer is called to a life of consecration which requires increasing in the knowledge of Christ and growing in grace (John 15:4-5, Col. 1:10, 2 Pet. 3:18).

We believe that the will of God for all believers is to give evidence of sanctification through being honorable in all relations with others (Rom. 12:1-2, 1 Thes. 4:3, James 1:27).

We believe in the resurrection of both the saved and the lost: those that are saved unto the resurrection of eternal life in heaven, and those that are lost unto the resurrection of eternal damnation in a literal lake of fire (John 5:28-29; 1 Cor. 15:12-20, 35-58; Rev. 20:10, 15).

We believe in the imminent, pre-Tribulation return of Jesus Christ for all believers (1 Thes. 4:13-17). The Rapture of the saints will be followed by a seven-year Tribulation, after which Christ will return in glory to judge the world and set up His millennial reign on earth (Rev. 20:1-3, 21:1-5).

These Articles of Faith do not exhaust the extent of beliefs or practices of Pensacola Christian College. The Bible, as the inspired and infallible Word of God, is the final authority of all that we believe concerning truth, morality, and the proper conduct of mankind. For the purposes of the College's doctrine, practice, policy, and discipline, the Board of Directors is ultimately responsible for interpreting the meaning and application of Scripture.

In accordance with the teaching of the Word of God, this Corporation is committed to the following:

- I. The instruction and education of students on the campus or campuses of PCC or via distance learning, and through the preparation of educational textbooks and materials that shall conform to the Word of God.

2. Service to and recruitment of its students from independent, Bible-believing churches of America.
3. Partnering with Campus Church to offer regular religious services on the campus of PCC, which is an important part of the organization's religious and educational training of students and is an integral part of their overall training to become effective ministers and witnesses of the Gospel of Jesus Christ in Bible-believing churches upon their graduation.
4. The corporation trains its ministerial students to serve as pastors and youth directors in independent, Bible-believing churches. It also requires students to take Bible courses as may be appropriate, taught from a Biblical, baptistic position.

To do any or all of the things hereinabove set forth, and all things usual, necessary or proper in furtherance of or incidental to said purpose.

6. **Powers.** As a means of accomplishing the purposes for which it is organized, the corporation shall have the rights and powers now or hereafter conferred upon not for profit corporations by the laws of the State of Florida, including but not by way of limitation, those enumerated in Sections 617.0302 and 617.0303 of the Florida Not For Profit Corporation Act, and limited in certain respects as follows:

The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary, and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code as amended or the corresponding provisions of any future federal tax law.

The corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the corporate purposes.

Except as may be permitted from time to time under Section 501 of the Internal Revenue Code, no substantial part of the activities of the corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation; and the corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to any candidate for public office; nor shall the corporation engage in any activities that are unlawful under applicable federal, state, or local laws.

The territory in which the corporation's operations are principally to be conducted is the United States of America; the corporation may conduct operations in foreign countries, subject, however, to the laws of Florida, any restrictions or limitations under federal law.

The corporation is not being formed for any purpose for which there are other specific statutory provisions in the State of Florida concerning its formation and is not being organized for a purpose or purposes which require authorization under the laws or statutory regulations of the State of Florida.

But if this corporation shall undertake to do any of the things hereinabove set forth in any state other than Florida, in the District of Columbia, in any territory, colony or dependency of the United States, or in any foreign country or any colony or dependency thereof, then as to such jurisdictions and to each of them, this corporation shall be deemed to have such powers insofar as such jurisdictions respectively permit such corporations within their several respective jurisdictions to execute such powers.

Notwithstanding any other provisions of this amended and restated Articles of Incorporation, the corporation shall not carry on activities not permitted to be carried on, (1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code and, (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of such Code, so long as they may be in effect.

7. **No Members.** This corporation shall have no members.
8. **Directors.** There shall be no fewer than three (3) members of the board of directors. The bylaws may provide that the directors be divided into two (2) or more classes for terms of office which may expire at different times. The Bylaws of the corporation shall provide for the method of election of directors.
9. **Dissolution.** In the event of dissolution, the residual assets of the corporation will be turned over to the Abeka Academy, Inc. If such corporation is not then in existence or is not qualified as exempt under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code, such assets shall be turned over to one or more corporations which themselves are exempt as corporations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code or to the federal, state, or local government for exclusively public purposes as approved by the Directors.
10. **Amendments.** The provisions of these amended and restated Articles of Incorporation are subject to amendment as provided under the laws of the State of Florida, Chapter 617.1001; provided that no provision shall be changed, modified or repealed in such a manner as to be inconsistent with the objects and purposes for which this corporation is formed.

11. **Other Provisions.** This corporation shall enjoy and be subject to the benefits, privileges and immunities, restrictions, liabilities and obligations, as provided for not for profit corporations generally by the law of the land and which are held applicable to not for profit corporations organized under the provisions of Chapter 617 of the Florida Statutes of such chapter as amended or modified.


12. **Internal Revenue Code and Regulations.** All references in these amended and restated Articles of Incorporation to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future law, together with all valid regulations thereunder.

The Amended and Restated Articles of Incorporation amend the Articles of Incorporation of the corporation which were granted by the Secretary of State of Florida on March 16, 1960, *as previously* amended on October 30, 1963, December 10, 1964, February 3, 1965, April 24, 1969, March 23, 1973, April 9, 1984, and May 12, 2008, to update or change the purposes of the corporation, to eliminate the provisions regarding members of the corporation and to eliminate provisions no longer required by the Florida Not for Profit Corporation Act to be included. The amendments and the restatement of the Articles of Incorporation were duly adopted by the unanimous written consent of all of the members and of the Board of Directors dated January 9, 2020.

Executed January 9, 2020

PENSACOLA CHRISTIAN COLLEGE, INC.

By: 
Dr. Troy Shoemaker, President

By: 
Mrs. Denise Shoemaker, Secretary

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

PENSACOLA CHRISTIAN COLLEGE, INC.
RESOLUTIONS OF THE BOARD OF DIRECTORS

January 9, 2020

The undersigned, being all of the members of the Board of Directors entitled to vote ("Board") of PENSACOLA CHRISTIAN COLLEGE, INC. a Florida corporation not for profit ("PCC" or the "Company"), pursuant to Section 617.0821 of the Florida Not For Profit Corporation Act and the Seventh Amended and Restated Bylaws of the Company (the "Bylaws"), do hereby (i) consent to and take the actions set forth in the resolutions below which resolutions shall have the same force and effect as if adopted by unanimous affirmative vote at a meeting of the Board duly called and held, (ii) waive all requirements of notice, and (iii) direct that this unanimous written consent ("Consent") be filed with the minutes or actions of the proceedings of the Company.

This Consent may be executed in counterparts, each of which when fully executed shall be an original, and all of said counterparts taken together shall be deemed to constitute one and the same Consent.

I. APPROVAL OF AMENDMENTS TO PCC ARTICLES and BYLAWS

WHEREAS, the Board of Directors of PCC has deemed it advisable and in their best interest to amend and restate its ARTICLES, and BYLAWS to revise its "Articles of Faith", and other corporate governance matters, and

WHEREAS, the PCC Bylaws, ARTICLE IX, Amendments, provide as follows;

SECTION 1. Amendment of Bylaws. These Bylaws may be altered, amended or repealed, and new and other Bylaws may be made and adopted at any time or from time to time by the vote of a two-thirds (2/3) majority of the Directors entitled to vote then in office.

SECTION 2. Amendment of Articles of Incorporation. The Articles of Incorporation of the Corporation may be amended or restated, at any time or from time to time by the vote of a two-thirds (2/3) majority of the Directors entitled to vote then in office.

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of PCC hereby approves the amendments to the ARTICLES and BYLAWS; and be it

FURTHER RESOLVED, that the Board of Directors of PCC hereby approves any actions necessary by the officers and directors of PCC to amend the ARTICLES and BYLAWS for said purpose.

II. GENERAL

RESOLVED, that any acts of any Authorized Officer and of any other person or persons designated and authorized to act by any Authorized Officer, which acts would have been authorized by the foregoing resolutions except that such acts were taken prior to the adoption of such resolution, are hereby severally ratified, confirmed, approved and adopted as the acts of the Company; and be it

FURTHER RESOLVED, that any Authorized Officer acting alone be, and hereby is, authorized, empowered and directed to do and perform such other acts and to negotiate, make changes to, execute and deliver such other agreements, certificates, instruments, forms and any additional documents as may be deemed necessary or desirable to consummate the transactions contemplated by each of the foregoing resolutions, with such changes to the terms and provisions thereof as such Authorized Officer shall, in such Authorized Officer's sole discretion, deem necessary or desirable and in the best interest of the Company, the taking of any such action, for and on behalf and in the name of the Company, to be conclusive evidence of the authority conferred hereby.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the undersigned have executed this Consent effective as of the date first written above.

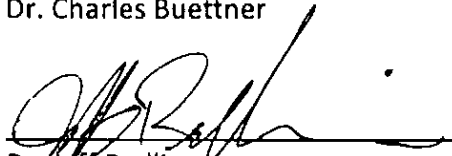
DIRECTORS:



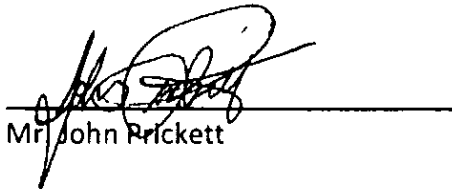
Dr. Troy Shoemaker



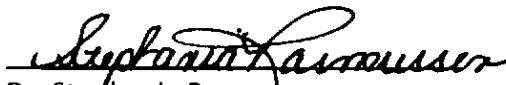
Dr. Charles Buettner



Dr. Jeff Redlin



Mr. John Prickett



Dr. Stephania Rasmussen



Dr. Phyllis Rand

Being all the directors of
Pensacola Christian College, Inc.
entitled to vote

1/9/2020

(APPROVAL OF AMENDMENTS TO PCC ARTICLES and BYLAWS)